

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
:
1141 REALTY OWNER LLC, et al., : Case No. 18-12341(SMB)
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Debtors. : Jointly Administered
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**ORDER: (I) APPROVING DISCLOSURE STATEMENT ON A PROVISIONAL BASIS;
(II) AUTHORIZING DEBTORS TO SOLICIT VOTES ON THE PLAN; AND
(III) SCHEDULING A HEARING ON FINAL APPROVAL OF DISCLOSURE
STATEMENT AND CONFIRMATION OF PLAN**

1141 Realty Owner LLC and Flatironhotel Operations LLC, the above-captioned debtors and debtors-in-possession (the “Debtors”) having filed the *First Amended Plan of Reorganization for 1141 Realty Owner LLC and Flatironhotel Operations LLC Under Chapter 11 of the Bankruptcy Code* (the “Plan”) [Docket No. 117] and *First Amended Disclosure Statement for First Amended Plan of Reorganization for 1141 Realty Owner LLC and Flatironhotel Operations LLC Under Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”) [Docket No. 118], it is hereby ORDERED as follows:

1. The Disclosure Statement is hereby approved on a provisional basis.
2. The Debtors are authorized to solicit votes to accept or reject the Plan from Class 2 (as described in the Plan) and Class 6 (as described in the Plan) (together, the “Voting Classes”) by mailing to holders of claims and equity interests in such classes: (i) a copy of the Plan; (ii) a copy of the Disclosure Statement; (iii) a copy of this Order; and (iv) a ballot substantially in the form as Official Form B314.
3. Prior to solicitation, the Debtors are hereby authorized to make non-material modifications to the Plan and Disclosure Statement such as changed dates.

4. A hearing on the final approval of the Disclosure Statement and confirmation of the Plan will be held on March 28, 2019 at 10:00 a.m. (prevailing Eastern time).

5. Votes to accept or reject the Plan must be mailed or transmitted by courier or overnight delivery service to the Debtors' claims and noticing agent, Omni Consulting Group, Inc., Omni Management Group, 5955 De Soto Avenue, Suite 100, Woodland Hills, CA 91367 so as to be received on or before March 21, 2019 at 4:00 p.m. (prevailing Eastern Time).

6. Objections to final approval of the Disclosure Statement or confirmation of the Plan shall be filed on or before March 21, 2019 at 4:00 p.m. (prevailing Eastern Time) and served upon: (a) counsel for the Debtors, Attn: Tracy L. Klestadt Esq., Klestadt Winters Jureller Southard & Stevens, LLP, 200 W. 41st Street, 17th Fl., New York, New York 10036; (b) counsel to the DIP Lender, Attn: Kenneth P. Silverman, Esq., Silverman Acampora LLP, 100 Jericho Quadrangle, Suite 300, Jericho, New York 11753; (c) the Office of the United States Trustee for the Southern District of New York, Attn: Susan Arbeit, Esq., U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, New York 10014 (with a copy to Chambers). Notwithstanding anything else contained in this order, all parties reserve the right to object to the adequacy of solicitation, the Disclosure Statement or the Plan on any grounds under the Bankruptcy Code, including any issue relating to the classification or treatment of claims and equity interests.

7. The Debtors shall cause a copy of this Order to be mailed to holders of all Unclassified Claims and holders of claims in Class 1, Class 3, Class 4 and Class 5 within three (3) business days of entry of this Order.

8. The proposed *Notice and Schedule of Debtors' Calculations of Cure Amounts Owed on their Contracts and Leases to be Assumed as Part of their Proposed Plan of Reorganization*, annexed to the Plan as Exhibit 2 (the "Cure Notice") is hereby approved.

9. The Debtors shall cause a copy of the Cure Notice and this Order to the counterparties of the Assumed Contracts (as defined in the Cure Notice) within three (3) business days of entry of this Order.

10. Objections to the Cure Notice shall be filed on or before March 21, 2019 at 4:00 p.m. (prevailing Eastern Time) and served upon: (a) counsel for the Debtors, Attn: Tracy L. Klestadt Esq., Klestadt Winters Jureller Southard & Stevens, LLP, 200 W. 41st Street, 17th Fl., New York, New York 10036; (b) counsel to the DIP Lender, Attn: Kenneth P. Silverman, Esq., Silverman Acampora LLP, 100 Jericho Quadrangle, Suite 300, Jericho, New York 11753; (c) the Office of the United States Trustee for the Southern District of New York, Attn: Susan Arbeit, Esq., U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, New York 10014 (with a copy to Chambers).

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
February 21st, 2019

/s/ STUART M. BERNSTEIN
Honorable Stuart M. Bernstein
United States Bankruptcy Judge